

SCANNED

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

STEPHEN GRAY, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

Civil Action No: 07 Civ. 9790 (SHS)

**NOTICE OF MOTION TO
ADMIT LYNN LINCOLN
SARKO PRO HAC VICE**

FILED
U.S. DISTRICT COURT
S.D. OF N.Y.
2008 JAN 15 PM 4:06
th

SHAUN ROSE, Individually and On
Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 10,

Defendants.

Civil Action No: 07 Civ. 10294

MEREDITH TRANBERG, individually
and on behalf of all others similarly situated

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE,
THE PLANS ADMINISTRATIVE
COMMITTEE OF CITIGROUP INC.,
THE 401(k) INVESTMENT
COMMITTEE, and JOHN DOES 1 - 20,

Defendants.

Civil Action No: 07 Civ. 10341

JAN 15 2008

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|--|---|
| -----X | |
| ANTON RAPPOLD, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK, N.A., | : |
| CHARLES PRINCE, THE PLANS | : |
| ADMINISTRATIVE COMMITTEE OF | : |
| CITIGROUP INC., THE 401(k) | : |
| INVESTMENT COMMITTEE, and JOHN | : |
| and JANE DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 10396

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| -----X | |
| SAMIER TADROS, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 10442

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :
:
Plaintiff, : Civil Action No: 07 Civ. 10458
v. :
:
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
:
Defendants. :
-----X

JAMES BOLLA, individually and on behalf :
of all others similarly situated, :
:
Plaintiff, : Civil Action No: 07 Civ. 10461
v. :
:
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
:
Defendants. :
-----X

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :
:
Plaintiff, :
v. :
:
CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :
:
Defendants. :
-----X

Civil Action No: 07 Civ. 10472

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|------------------------------------|---|
| -----X | |
| ALAN STEVENS, on Behalf of Himself | : |
| and All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CITIBANK, N.A, | : |
| CHARLES PRINCE, C. MICHAEL | : |
| ARMSTRONG, ALAIN J.P. BELDA, | : |
| GEORGE DAVID, KENNETH T. DERR, | : |
| JOHN M. DEUTCH, PETER JOHNSON, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANDREW N. LIVERIS, ANNE | : |
| MULCAHEY, RICHARD D. PARSONS, | : |
| JUDITH RODIN, ROBERT E. RUBIN, | : |
| ROBERT L. RYAN, FRANKLIN A. | : |
| THOMAS, THE PLANS | : |
| ADMINISTRATION COMMITTEE OF | : |
| CITIGROUP, INC., THE INVESTMENT | : |
| COMMITTEE and JOHN DOES 1-30, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 11156

| | |
|--|---|
| STEPHEN GOLDSTEIN, on Behalf of | : |
| Himself and a Class of Persons Similarly | : |
| Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., THE PLANS | : |
| ADMINISTRATION COMMITTEE OF | : |
| CITIGROUP, INC., MICHAEL E. | : |
| SCHLEIN, CHARLES PRINCE, C. | : |
| MICHAEL ARMSTRONG, ALAIN J.P. | : |
| BELDA, GEORGE DAVID, KENNETH T. | : |
| DERR, JOHN M. DEUTCH, ROBERTO | : |
| HERNANDEZ RAMIREZ, ANDREW N. | : |
| LIVERIS, ANNE MULCAHEY, | : |
| RICHARD D. PARSONS, JUDITH | : |
| RODIN, ROBERT E. RUBIN, ROBERT L. | : |
| RYAN, AND FRANKLIN A. THOMAS, | : |
| And JOHN DOES 1-30, | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11158

| | | |
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| -----X | | |
| CHRIS SOUTHARD, on Behalf of All | : | |
| Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11164 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES O. | : | |
| PRINCE, C. MICHAEL ARMSTRONG, | : | |
| ALAIN J.P. BELDA, GEORGE DAVID, | : | |
| KENNETH T. DERR, JOHN M. DEUTCH, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANN DIBBLE JORDAN, KLAUS | : | |
| KLEINFELD, ANDREW N. LIVERIS, | : | |
| ANNE MULCAHY, RICHARD D. | : | |
| PARSONS, JUDITH RODIN, ROBERT E. | : | |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : | |
| A. THOMAS, JOHN DOES 1-20 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC.) | : | |
| and JOHN DOES 21-40 (BEING | : | |
| CURRENT AND FORMER MEMBERS | : | |
| OF THE INVESTMENT COMMITTEE | : | |
| OF THE CITIGROUP INC. 401(K) PLAN), | : | |
| | : | |
| Defendants. | : | |

| | | |
|--|---|--------------------------------|
| ----- | | |
| FRANCIA BRICK, individually and on | : | |
| Behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11369 |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLAN'S ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP, INC., | : | |
| THE 401(k) INVESTMENT COMMITTEE, | : | |
| And JOHN DOES 1-10, | : | |
| | : | |
| Defendants. | : | |
| ----- | | |

| | |
|--|----------------------------|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, : | |
| individually and on Behalf of All Others : | |
| Similarly Situated, : | |
| Plaintiffs, : | Civil Action No: 07cv11207 |
| v. : | |
| CITIGROUP INC., CHARLES PRINCE, : | |
| ROBERT E. RUBIN, C. MICHAEL : | |
| ARMSTRONG, ALAIN J. P. BELDA, : | |
| GEORGE DAVID, KENNETH T. DERR, : | |
| JOHN M. DEUTCH, ROBERTO : | |
| HERNANDEZ RAMIREZ, ANDREW N. : | |
| LIVERIS, ANN MULCAHEY, RICHARD : | |
| D. PARSONS, JUDITH RODIN, ROBERT : | |
| L. RYAN, FRANKLIN A. THOMAS, ANN : | |
| DIBBLE JORDAN, KLAUS KLEINFELD : | |
| AND DUDLEY C. MECUM, and JOHN : | |
| and JANE DOES 1-10, : | |
| Defendants. : | |
| ----- | |

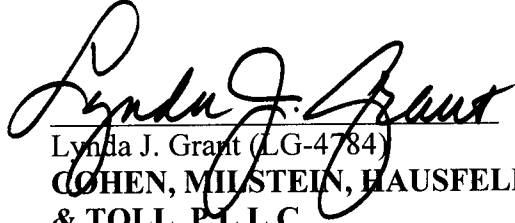
**NOTICE OF MOTION TO ADMIT
LYNN LINCOLN SARKO PRO HAC VICE**

PLEASE TAKE NOTICE that upon the annexed Declaration of Lynda J. Grant, the Affidavit of Lynn Lincoln Sarko and the Certificate of Good Standing annexed thereto, the undersigned will move this Court, before the Honorable Sidney H. Stein on a date to be determined by the Court, in the United States Courthouse, 500 Pearl Street, Courtroom 23A, New York, New York 10007, for an Order (attached hereto), pursuant to Rule

1.3(c) of the Local Rules of the United States District Courts for the Southern District and Eastern Districts of New York, admitting Lynn Lincoln Sarko *pro hac vice*.

Dated: January 15, 2008

Respectfully submitted,


Lynda J. Grant (LG-4784)
**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**
150 East 52nd Street, 30th Floor
New York, New York 10022
(212) 838-7797

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--|---|
| -----X | |
| STEPHEN GRAY, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |
| SHAUN ROSE, Individually and On | : |
| Behalf of All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |
| MEREDITH TRANBERG, individually | : |
| and on behalf of all others similarly situated | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 9790 (SHS)

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

-----X
ANTON RAPPOLD, individually and on :
behalf of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10396
v. :
 :
CITIGROUP INC., CITIBANK, N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and JOHN :
and JANE DOES 1 - 10, :
 :
Defendants. :
-----X

SAMIER TADROS, on Behalf of All :
Others Similarly Situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10442
v. :
 :
CITIGROUP INC., CHARLES O. :
PRINCE, C. MICHAEL ARMSTRONG, :
ALAIN J.P. BELDA, GEORGE DAVID, :
KENNETH T. DERR, JOHN M. DEUTCH, :
ROBERTO HERNANDEZ RAMIREZ, :
ANN DIBBLE JORDAN, KLAUS :
KLEINFELD, ANDREW N. LIVERIS, :
ANNE MULCAHY, RICHARD D. :
PARSONS, JUDITH RODIN, ROBERT E. :
RUBIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, JOHN DOES 1-20 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC.) :
and JOHN DOES 21-40 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE INVESTMENT COMMITTEE :
OF THE CITIGROUP INC. 401(K) PLAN), :
 :
Defendants. :
-----X

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10458

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

Civil Action No: 07 Civ. 10461

-----X

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

-----X

Civil Action No: 07 Civ. 10472

| | | |
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| -----X | | |
| ALAN STEVENS, on Behalf of Himself | : | |
| and All Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11156 |
| v. | : | |
| | : | |
| CITIGROUP INC., CITIBANK, N.A, | : | |
| CHARLES PRINCE, C. MICHAEL | : | |
| ARMSTRONG, ALAIN J.P. BELDA, | : | |
| GEORGE DAVID, KENNETH T. DERR, | : | |
| JOHN M. DEUTCH, PETER JOHNSON, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANDREW N. LIVERIS, ANNE | : | |
| MULCAHEY, RICHARD D. PARSONS, | : | |
| JUDITH RODIN, ROBERT E. RUBIN, | : | |
| ROBERT L. RYAN, FRANKLIN A. | : | |
| THOMAS, THE PLANS | : | |
| ADMINISTRATION COMMITTEE OF | : | |
| CITIGROUP, INC., THE INVESTMENT | : | |
| COMMITTEE and JOHN DOES 1-30, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |

| | | |
|--|---|--------------------------------|
| STEPHEN GOLDSTEIN, on Behalf of | : | |
| Himself and a Class of Persons Similarly | : | |
| Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11158 |
| v. | : | |
| | : | |
| CITIGROUP INC., THE PLANS | : | |
| ADMINISTRATION COMMITTEE OF | : | |
| CITIGROUP, INC., MICHAEL E. | : | |
| SCHLEIN, CHARLES PRINCE, C. | : | |
| MICHAEL ARMSTRONG, ALAIN J.P. | : | |
| BELDA, GEORGE DAVID, KENNETH T. | : | |
| DERR, JOHN M. DEUTCH, ROBERTO | : | |
| HERNANDEZ RAMIREZ, ANDREW N. | : | |
| LIVERIS, ANNE MULCAHEY, | : | |
| RICHARD D. PARSONS, JUDITH | : | |
| RODIN, ROBERT E. RUBIN, ROBERT L. | : | |
| RYAN, AND FRANKLIN A. THOMAS, | : | |
| And JOHN DOES 1-30, | : | |
| | : | |
| Defendants. | : | |

| | |
|-------------------------------------|---|
| -----X | |
| CHRIS SOUTHARD, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11164

| | |
|--|---|
| ----- | |
| FRANCIA BRICK, individually and on | : |
| Behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLAN'S ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP, INC., | : |
| THE 401(k) INVESTMENT COMMITTEE, | : |
| And JOHN DOES 1-10, | : |
| | : |
| Defendants. | : |
| ----- | |

Civil Action No: 07 Civ. 11369

| | |
|--|----------------------------|
| -----X | |
| WILLIAM and PATRICIA WOODWARD, : | |
| individually and on Behalf of All Others : | |
| Similarly Situated, : | |
| Plaintiffs, : | Civil Action No: 07cv11207 |
| v. : | |
| CITIGROUP INC., CHARLES PRINCE, : | |
| ROBERT E. RUBIN, C. MICHAEL : | |
| ARMSTRONG, ALAIN J. P. BELDA, : | |
| GEORGE DAVID, KENNETH T. DERR, : | |
| JOHN M. DEUTCH, ROBERTO : | |
| HERNANDEZ RAMIREZ, ANDREW N. : | |
| LIVERIS, ANN MULCAHEY, RICHARD : | |
| D. PARSONS, JUDITH RODIN, ROBERT : | |
| L. RYAN, FRANKLIN A. THOMAS, ANN : | |
| DIBBLE JORDAN, KLAUS KLEINFELD : | |
| AND DUDLEY C. MECUM, and JOHN : | |
| and JANE DOES 1-10, : | |
| Defendants. : | |
| ----- | |

**DECLARATION OF LYNDIA J. GRANT IN SUPPORT
OF MOTION TO ADMIT COUNSEL *PRO HAC VICE***

I, Lynda J. Grant, hereby declare as follows:

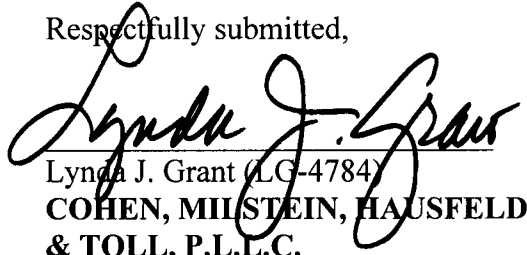
1. I am an attorney admitted to practice in the State of New York, and in the Southern and Eastern Districts of New York. I submit this Declaration in support of the motion to admit Lynn Lincoln Sarko to the United States District Court for the Southern District of New York *pro hac vice* for purposes of this action.
2. I agree to act as local counsel for Lynn Lincoln Sarko and to observe the Rules of this Court governing the conduct of attorneys.
3. Lynn Lincoln Sarko is a member in good standing of the Bar of the State of Washington.

For the foregoing reasons, it is respectfully requested that Lynn Lincoln Sarko be admitted *pro hac vice* to the United States District Court for the Southern District of New York for purposes of this action.

I hereby declare under penalty of perjury that the foregoing is true and correct.

Dated: January 15, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lynn J. Grant", is written over a horizontal line.

Lynn J. Grant (LG-4784)
**COHEN, MILSTEIN, HAUSFELD
& TOLL, P.L.L.C.**
150 East 52nd Street, 30th Floor
New York, New York 10022
(212) 838-7797

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

WILLIAM AND PATRICIA WOODWARD,)
Individually and On Behalf of All Others)
Similarly Situated)

Plaintiffs,)

vs.)

CITIGROUP, INC., CHARLES PRINCE,)
ROBERT E. RUBIN, C. MICHAEL)
ARMSTRONG, ALAIN J.P. BELDA,)
GEORGE DAVID, KENNETH T. DERR,)
JOHN M. DEUTCH, ROBERTO)
HERNANDEZ RAMIREZ, ANDREW N.)
LIVERIS, ANN MULCAHY, RICHARD D.)
PARSONS, JUDITH RODIN, ROBERT L.)
RYAN, FRANKLIN A. THOMAS, ANN)
DIBBLE JORDAN, KLAUS KLEINFELD)
AND DUDLEY C. MECUM, and JOHN AND)
JANE DOES 1-20,)

Defendants.

Case No. 07-cv-11207

CLASS ACTION

**AFFIDAVIT OF LYNN LINCOLN
SARKO**

LYNN LINCOLN SARKO, an attorney duly admitted to practice in the Courts of this State of Washington, declares, pursuant to the Individual Rules and Procedures of this Court and Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, as follows:

1. I am a partner with the law firm of Keller Rohrback L.L.P., Co-Counsel for Plaintiffs WILLIAM AND PATRICIA WOODWARD in the above-captioned matter with Lynda J. Grant at the office of Cohen, Milstein, Hausfeld & Toll, P.L.L.C.

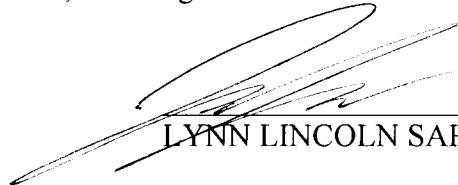
2. I submit this Affidavit in support of Plaintiffs' motion for my admission to practice *pro hac vice* in this matter to argue or try this particular case in whole or in part as counsel or advocate.

3. As shown in the Certificate of Good Standing issued by the Supreme Court of the State of Washington and attached hereto as Exhibit 1, I am a member in good standing of the Bar of the State of Washington.

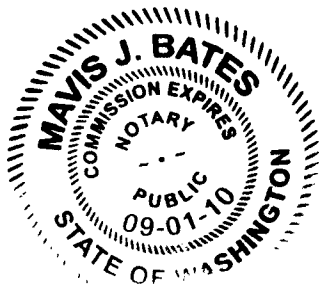
4. There are no pending disciplinary proceedings against me in any State or Federal court.

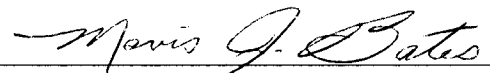
I declare under penalty of perjury that the foregoing is true and correct.

Dated: January 9, 2008, at Seattle, Washington.


LYNN LINCOLN SARKO

SUBSCRIBED AND SWORN TO before me this 9th day of January, 2008.




Print Name: Mavis Bates
NOTARY PUBLIC in and for the State of
Washington; residing at: King Co.
My commission expires: 9/1/10

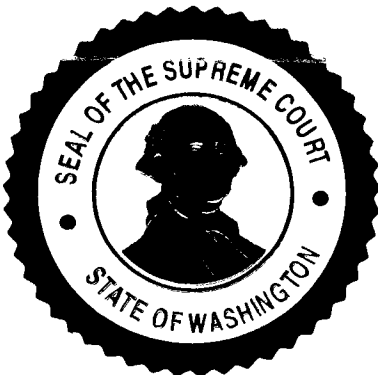
IN THE SUPREME COURT OF THE STATE OF WASHINGTON

| | | |
|---|---|----------------------------|
| IN THE MATTER OF THE ADMISSION |) | BAR NO.16569 |
| |) | |
| OF |) | CERTIFICATE OF GOOD |
| LYNN LINCOLN SARKO |) | |
| |) | STANDING |
| TO PRACTICE IN THE COURTS OF THIS STATE |) | |
| _____ |) | |

I, Ronald R. Carpenter, Clerk of the Supreme Court of the State of Washington, hereby certify

LYNN LINCOLN SARKO

was regularly admitted to practice as an Attorney and Counselor at Law in the Supreme Court and all the Courts of the State of Washington on November 12, 1986, and is now and has continuously since that date been an attorney in good standing, and has a current status of active.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed
the seal of said Court this 7th day of
January, 2008.

Ronald R. Carpenter
Supreme Court Clerk
Washington State Supreme Court

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | |
|--|---|
| -----X | |
| STEPHEN GRAY, individually and on | : |
| behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |
| SHAUN ROSE, Individually and On | : |
| Behalf of All Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 10, | : |
| | : |
| Defendants. | : |
| -----X | |
| MEREDITH TRANBERG, individually | : |
| and on behalf of all others similarly situated | : |
| | : |
| Plaintiff, | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC., | : |
| THE 401(k) INVESTMENT | : |
| COMMITTEE, and JOHN DOES 1 - 20, | : |
| | : |
| Defendants. | : |
| -----X | |

Civil Action No: 07 Civ. 9790 (SHS)

Civil Action No: 07 Civ. 10294

Civil Action No: 07 Civ. 10341

-----X
ANTON RAPPOLD, individually and on :
behalf of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10396
v. :
 :
CITIGROUP INC., CITIBANK, N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and JOHN :
and JANE DOES 1 - 10, :
 :
Defendants. :
-----X

SAMIER TADROS, on Behalf of All :
Others Similarly Situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10442
v. :
 :
CITIGROUP INC., CHARLES O. :
PRINCE, C. MICHAEL ARMSTRONG, :
ALAIN J.P. BELDA, GEORGE DAVID, :
KENNETH T. DERR, JOHN M. DEUTCH, :
ROBERTO HERNANDEZ RAMIREZ, :
ANN DIBBLE JORDAN, KLAUS :
KLEINFELD, ANDREW N. LIVERIS, :
ANNE MULCAHY, RICHARD D. :
PARSONS, JUDITH RODIN, ROBERT E. :
RUBIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, JOHN DOES 1-20 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC.) :
and JOHN DOES 21-40 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE INVESTMENT COMMITTEE :
OF THE CITIGROUP INC. 401(K) PLAN), :
 :
Defendants. :
-----X

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10458
v. :
 :
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
 :
Defendants. :
-----X

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :
 :
Plaintiff, : Civil Action No: 07 Civ. 10461
v. :
 :
CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :
 :
Defendants. :
-----X

-----X
MARK GEROULO, individually, on behalf :
of the CITIGROUP 401(k) Plan, the :
CITIBUILDER 401 (K) PLAN FOR :
PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
THE PLAN ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
MICHAEL E. SCHLEIN, JOHN DOES :
1-10, THE CITIGROUP 401(k) PLAN :
INVESTMENT COMMITTEE and JOHN :
DOES 10-20, C. MICHAEL :
ARMSTRONG, ALAN J.P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ, ANN DIBBLE JORDAN, :
ANDREW N. LIVERIS, DUDLEY C. :
MECUM, ANNE M. MULCAHY, :
RICHARD D. PARSONS, ANDRALL E. :
PEARSON, CHARLES PRINCE, JUDITH :
RODIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

-----X

| | | |
|------------------------------------|---|--------------------------------|
| -----X | | |
| ALAN STEVENS, on Behalf of Himself | : | |
| and All Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11156 |
| v. | : | |
| | : | |
| CITIGROUP INC., CITIBANK, N.A, | : | |
| CHARLES PRINCE, C. MICHAEL | : | |
| ARMSTRONG, ALAIN J.P. BELDA, | : | |
| GEORGE DAVID, KENNETH T. DERR, | : | |
| JOHN M. DEUTCH, PETER JOHNSON, | : | |
| ROBERTO HERNANDEZ RAMIREZ, | : | |
| ANDREW N. LIVERIS, ANNE | : | |
| MULCAHEY, RICHARD D. PARSONS, | : | |
| JUDITH RODIN, ROBERT E. RUBIN, | : | |
| ROBERT L. RYAN, FRANKLIN A. | : | |
| THOMAS, THE PLANS | : | |
| ADMINISTRATION COMMITTEE OF | : | |
| CITIGROUP, INC., THE INVESTMENT | : | |
| COMMITTEE and JOHN DOES 1-30, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |

| | | |
|--|---|--------------------------------|
| STEPHEN GOLDSTEIN, on Behalf of | : | |
| Himself and a Class of Persons Similarly | : | |
| Situated, | : | |
| | : | |
| Plaintiff, | : | Civil Action No: 07 Civ. 11158 |
| v. | : | |
| | : | |
| CITIGROUP INC., THE PLANS | : | |
| ADMINISTRATION COMMITTEE OF | : | |
| CITIGROUP, INC., MICHAEL E. | : | |
| SCHLEIN, CHARLES PRINCE, C. | : | |
| MICHAEL ARMSTRONG, ALAIN J.P. | : | |
| BELDA, GEORGE DAVID, KENNETH T. | : | |
| DERR, JOHN M. DEUTCH, ROBERTO | : | |
| HERNANDEZ RAMIREZ, ANDREW N. | : | |
| LIVERIS, ANNE MULCAHEY, | : | |
| RICHARD D. PARSONS, JUDITH | : | |
| RODIN, ROBERT E. RUBIN, ROBERT L. | : | |
| RYAN, AND FRANKLIN A. THOMAS, | : | |
| And JOHN DOES 1-30, | : | |
| | : | |
| Defendants. | : | |

| | |
|-------------------------------------|---|
| -----X | |
| CHRIS SOUTHARD, on Behalf of All | : |
| Others Similarly Situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES O. | : |
| PRINCE, C. MICHAEL ARMSTRONG, | : |
| ALAIN J.P. BELDA, GEORGE DAVID, | : |
| KENNETH T. DERR, JOHN M. DEUTCH, | : |
| ROBERTO HERNANDEZ RAMIREZ, | : |
| ANN DIBBLE JORDAN, KLAUS | : |
| KLEINFELD, ANDREW N. LIVERIS, | : |
| ANNE MULCAHY, RICHARD D. | : |
| PARSONS, JUDITH RODIN, ROBERT E. | : |
| RUBIN, ROBERT E. RUBIN, FRANKLIN | : |
| A. THOMAS, JOHN DOES 1-20 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE PLANS ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP INC.) | : |
| and JOHN DOES 21-40 (BEING | : |
| CURRENT AND FORMER MEMBERS | : |
| OF THE INVESTMENT COMMITTEE | : |
| OF THE CITIGROUP INC. 401(K) PLAN), | : |
| | : |
| Defendants. | : |

Civil Action No: 07 Civ. 11164

| | |
|--|---|
| ----- | |
| FRANCIA BRICK, individually and on | : |
| Behalf of all others similarly situated, | : |
| | : |
| Plaintiff, | : |
| | : |
| v. | : |
| | : |
| CITIGROUP INC., CHARLES PRINCE, | : |
| THE PLAN'S ADMINISTRATIVE | : |
| COMMITTEE OF CITIGROUP, INC., | : |
| THE 401(k) INVESTMENT COMMITTEE, | : |
| And JOHN DOES 1-10, | : |
| | : |
| Defendants. | : |
| ----- | |

Civil Action No: 07 Civ. 11369

-----X
WILLIAM and PATRICIA WOODWARD, :
individually and on Behalf of All Others :
Similarly Situated, :
:
Plaintiffs, : Civil Action No: 07cv11207
v. :
:
CITIGROUP INC., CHARLES PRINCE, :
ROBERT E. RUBIN, C. MICHAEL :
ARMSTRONG, ALAIN J. P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANN MULCAHEY, RICHARD :
D. PARSONS, JUDITH RODIN, ROBERT :
L. RYAN, FRANKLIN A. THOMAS, ANN :
DIBBLE JORDAN, KLAUS KLEINFELD :
AND DUDLEY C. MECUM, and JOHN :
and JANE DOES 1-10, :
:
Defendants. :

**[PROPOSED] ORDER GRANTING APPLICATION OF
LYNN LINCOLN SARKO FOR ADMISSION *PRO HAC VICE***

This matter coming before the Court by Motion submitted by Lynda J. Grant,
seeking the admission of Lynn Lincoln Sarko to the United States District Court for the
Southern District of New York *pro hac vice* for purposes of this action, and the Court
having considered the Affidavit of Lynn Lincoln Sarko submitted in support thereof, and
for good cause shown,

IT IS ON this _____ day of _____, 2008,

ORDERED that:

1. Lynn Lincoln Sarko is hereby granted admission *pro hac vice* to
the United States District Court for the Southern District of New York, for the purpose of

appearing in this action, pursuant to Rule 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York;

2. Lynn Lincoln Sarko is required to abide by and is subject to the Local Rules of the United States District Court for the Southern District of New York; and

3. Lynn Lincoln Sarko is required to notify the Court immediately of any matter that affects his standing at the Bar of any court.

United States District Judge

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|--|---|--------------------------------|
| -----X | | |
| STEPHEN GRAY, individually and on | : | CERTIFICATE OF SERVICE |
| behalf of all others similarly situated, | : | |
| | : | |
| Plaintiff, | : | |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 20, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| SHAUN ROSE, Individually and On | : | |
| Behalf of All Others Similarly Situated, | : | |
| | : | |
| Plaintiff, | : | |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 10, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| MEREDITH TRANBERG, individually | : | Civil Action No: 07 Civ. 10294 |
| and on behalf of all others similarly situated | : | |
| | : | |
| Plaintiff, | : | |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 10, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |
| MEREDITH TRANBERG, individually | : | |
| and on behalf of all others similarly situated | : | |
| | : | |
| Plaintiff, | : | |
| v. | : | |
| | : | |
| CITIGROUP INC., CHARLES PRINCE, | : | |
| THE PLANS ADMINISTRATIVE | : | |
| COMMITTEE OF CITIGROUP INC., | : | |
| THE 401(k) INVESTMENT | : | |
| COMMITTEE, and JOHN DOES 1 - 20, | : | |
| | : | |
| Defendants. | : | |
| -----X | | |

-----X
 ANTON RAPPOLD, individually and on :
 behalf of all others similarly situated, :

Plaintiff, :

v. :

CITIGROUP INC., CITIBANK, N.A., :
 CHARLES PRINCE, THE PLANS :
 ADMINISTRATIVE COMMITTEE OF :
 CITIGROUP INC., THE 401(k) :
 INVESTMENT COMMITTEE, and JOHN :
 and JANE DOES 1 - 10, :

Defendants. :

Civil Action No: 07 Civ. 10396

-----X
 SAMIER TADROS, on Behalf of All :
 Others Similarly Situated, :

Plaintiff, :

v. :

CITIGROUP INC., CHARLES O. :
 PRINCE, C. MICHAEL ARMSTRONG, :
 ALAIN J.P. BELDA, GEORGE DAVID, :
 KENNETH T. DERR, JOHN M. DEUTCH, :
 ROBERTO HERNANDEZ RAMIREZ, :
 ANN DIBBLE JORDAN, KLAUS :
 KLEINFELD, ANDREW N. LIVERIS, :
 ANNE MULCAHY, RICHARD D. :
 PARSONS, JUDITH RODIN, ROBERT E. :
 RUBIN, ROBERT E. RUBIN, FRANKLIN :
 A. THOMAS, JOHN DOES 1-20 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE PLANS ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP INC.) :
 and JOHN DOES 21-40 (BEING :
 CURRENT AND FORMER MEMBERS :
 OF THE INVESTMENT COMMITTEE :
 OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants. :

Civil Action No: 07 Civ. 10442

-----X
STEPHAN FIORINO, individually and on :
behalf of all others similarly situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 10458

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

-----X
JAMES BOLLA, individually and on behalf :
of all others similarly situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 10461

CITIGROUP INC., CITIBANK N.A., :
CHARLES PRINCE, THE PLANS :
ADMINISTRATIVE COMMITTEE OF :
CITIGROUP INC., THE 401(k) :
INVESTMENT COMMITTEE, and :
JOHN DOES 1 - 20, :

Defendants. :

-----X
 MARK GEROULO, individually, on behalf :
 of the CITIGROUP 401(k) Plan, the :
 CITIBUILDER 401 (K) PLAN FOR :
 PUERTO RICO, and all others similarly, :

Plaintiff, :

v. :

CITIGROUP, INC., CITIBANK, N.A., :
 THE PLAN ADMINISTRATIVE :
 COMMITTEE OF CITIGROUP, INC., :
 MICHAEL E. SCHLEIN, JOHN DOES :
 1-10, THE CITIGROUP 401(k) PLAN :
 INVESTMENT COMMITTEE and JOHN :
 DOES 10-20, C. MICHAEL :
 ARMSTRONG, ALAN J.P. BELDA, :
 GEORGE DAVID, KENNETH T. DERR, :
 JOHN M. DEUTCH, ROBERTO :
 HERNANDEZ, ANN DIBBLE JORDAN, :
 ANDREW N. LIVERIS, DUDLEY C. :
 MECUM, ANNE M. MULCAHY, :
 RICHARD D. PARSONS, ANDRALL E. :
 PEARSON, CHARLES PRINCE, JUDITH :
 RODIN, ROBERT E. RUBIN, FRANKLIN :
 A. THOMAS, SANFORD I. WEILL, :

Defendants. :

Civil Action No: 07 Civ. 10472

-----X
 ALAN STEVENS, on Behalf of Himself :
 and All Others Similarly Situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 11156

CITIGROUP INC., CITIBANK, N.A, :
 CHARLES PRINCE, C. MICHAEL :
 ARMSTRONG, ALAIN J.P. BELDA, :
 GEORGE DAVID, KENNETH T. DERR, :
 JOHN M. DEUTCH, PETER JOHNSON, :
 ROBERTO HERNANDEZ RAMIREZ, :
 ANDREW N. LIVERIS, ANNE :
 MULCAHEY, RICHARD D. PARSONS, :
 JUDITH RODIN, ROBERT E. RUBIN, :
 ROBERT L. RYAN, FRANKLIN A. :
 THOMAS, THE PLANS :
 ADMINISTRATION COMMITTEE OF :
 CITIGROUP, INC., THE INVESTMENT :
 COMMITTEE and JOHN DOES 1-30, :

Defendants. :

-----X
 STEPHEN GOLDSTEIN, on Behalf of :
 Himself and a Class of Persons Similarly :
 Situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 11158

CITIGROUP INC., THE PLANS :
 ADMINISTRATION COMMITTEE OF :
 CITIGROUP, INC., MICHAEL E. :
 SCHLEIN, CHARLES PRINCE, C. :
 MICHAEL ARMSTRONG, ALAIN J.P. :
 BELDA, GEORGE DAVID, KENNETH T. :
 DERR, JOHN M. DEUTCH, ROBERTO :
 HERNANDEZ RAMIREZ, ANDREW N. :
 LIVERIS, ANNE MULCAHEY, :
 RICHARD D. PARSONS, JUDITH :
 RODIN, ROBERT E. RUBIN, ROBERT L. :
 RYAN, AND FRANKLIN A. THOMAS, :
 And JOHN DOES 1-30, :

Defendants. :

-----X
CHRIS SOUTHARD, on Behalf of All :
Others Similarly Situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 11164

CITIGROUP INC., CHARLES O. :
PRINCE, C. MICHAEL ARMSTRONG, :
ALAIN J.P. BELDA, GEORGE DAVID, :
KENNETH T. DERR, JOHN M. DEUTCH, :
ROBERTO HERNANDEZ RAMIREZ, :
ANN DIBBLE JORDAN, KLAUS :
KLEINFELD, ANDREW N. LIVERIS, :
ANNE MULCAHY, RICHARD D. :
PARSONS, JUDITH RODIN, ROBERT E. :
RUBIN, ROBERT E. RUBIN, FRANKLIN :
A. THOMAS, JOHN DOES 1-20 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE PLANS ADMINISTRATIVE :
COMMITTEE OF CITIGROUP INC.) :
and JOHN DOES 21-40 (BEING :
CURRENT AND FORMER MEMBERS :
OF THE INVESTMENT COMMITTEE :
OF THE CITIGROUP INC. 401(K) PLAN), :

Defendants. :

FRANCIA BRICK, individually and on :
Behalf of all others similarly situated, :

Plaintiff, :

v. :

Civil Action No: 07 Civ. 11369

CITIGROUP INC., CHARLES PRINCE, :
THE PLAN'S ADMINISTRATIVE :
COMMITTEE OF CITIGROUP, INC., :
THE 401(k) INVESTMENT COMMITTEE, :
And JOHN DOES 1-10, :

Defendants. :

-----X
WILLIAM and PATRICIA WOODWARD, :
individually and on Behalf of All Others :
Similarly Situated, :

Plaintiffs, :

v. :

CITIGROUP INC., CHARLES PRINCE, :
ROBERT E. RUBIN, C. MICHAEL :
ARMSTRONG, ALAIN J. P. BELDA, :
GEORGE DAVID, KENNETH T. DERR, :
JOHN M. DEUTCH, ROBERTO :
HERNANDEZ RAMIREZ, ANDREW N. :
LIVERIS, ANN MULCAHEY, RICHARD :
D. PARSONS, JUDITH RODIN, ROBERT :
L. RYAN, FRANKLIN A. THOMAS, ANN :
DIBBLE JORDAN, KLAUS KLEINFELD :
AND DUDLEY C. MECUM, and JOHN :
and JANE DOES 1-10, :

Civil Action No: 07cv11207

CERTIFICATE OF SERVICE

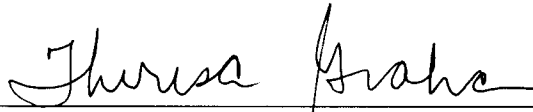
I, Theresa Graham, hereby certify that I am over the age of 18, and am employed by the Law Firm of Cohen, Milstein, Hausfeld & Toll, P.L.L.C. On this 15th day of January, 2008, I caused true and accurate copies of the foregoing Motion to Admit Counsel *Pro Hac Vice*, Declaration of Lynda J. Grant in Support of Motions to Admit Counsel *Pro Hac Vice*, Affidavit of Lynn Lincoln Sarko in Support of Motion to Admit Counsel *Pro Hac Vice* and the Certificate of Good Standing attached thereto, and Proposed Order for Admission *Pro Hac Vice* on Written Motion, via First-Class mail, upon the following counsel of record:

Citigroup ERISA Litigation Service List

| | |
|---|---|
| Attorneys for Defendants Lawrence B. Pedowitz, Esq. John Lynch, Esq. Bradley R. Wilson, Esq. WATCHELL, LIPTON, ROSEN & KATZ LLP 51 West 52 nd Street New York, New York 10019-6150 Telephone: 212-403-1000 Fax: 212-403-2000 | Attorneys for Plaintiff Samier Tadros (07-cv-10442-SHS) Robert I. Harwood, Esq. Jeffrey M. Norton, Esq. HARWOOD, FEFFER LLP 488 Madison Avenue New York, New York 10022 Telephone: 212-935-7400 Fax: 212-753-3630 |
| Attorneys for Plaintiff Anton Rappold (07-cv-10396-UA) Susan Salvetti, Esq. ZWWERLING, SCHACHTER & ZWERLING LLP 41 Madison Avenue New York, New York 10010 Telephone: 212-223-3900 Fax: 212-371-5969 | Attorneys for Plaintiff James Bolla (07-cv-10461-UA) Ann D. White, Esq. ANN D. WHITE LAW OFFICES P.C. 165 Township Line Rd, Ste. 2400 Jenkintown, PA 19046-3535 Telephone: 215-481-0273 Fax: 215-481-0271 |

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